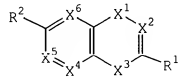
Marked-up V rsion to Show Changes to the Claims

10. (amended) A compound of formula (I)



(I)

including isomers, enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, prodrugs and solvates thereof wherein:

X^1 is C=O ~~, –S(O) , or –S(O)$_2$ –~~;

X^2 is CR^3 ~~or N~~;

X^3 is ~~–NH–, –O–, or –S–~~;

X^4 is CR^4 ~~or N~~;

X^5 is CR^5 ~~or N~~;

X^6 is CR^6 ~~or N~~;

R^1 is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl, or heteroaryl;

R^2 is cyano, hydroxy, oxo (double bond is no longer present between CR^2 and X^6), SR^7, $S(O)R^7$, SO_2R^7, $SO_2NR^8R^9$, CO_2R^7, $C(O)NR^8R^9$, or heteroaryl;

R^3 is hydrogen, hydroxy, halogen, cyano, CO_2R^7, NR^8R^9, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl or heteroaryl;

R^4, R^5, and R^6 are independently selected from the group consisting of hydrogen, halogen, nitro, cyano,
O-R^7, NR^8R^9, SR^7, $S(O)R^7$, SO_2R^7, SO_3R^7, $SO_2NR^8R^9$, CO_2R^7, $C(O)NR^8R^9$, C(O)alkyl, C(O)substituted alkyl, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl and substituted alkynyl;

R^7, R^{10}, and R^{11}, are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, C(O)alkyl, C(O)substituted alkyl, C(O)cycloalkyl, C(O) substituted cycloalkyl, C(O)aryl, C(O)substituted aryl, C(O)Oalkyl, C(O)Osubstituted alkyl, C(O)heterocycloalkyl, C(O)heteroaryl, aryl, substituted aryl, heterocycloalkyl and heteroaryl;

R^8 and R^9 are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, alkenyl, alkynyl, C(O)alkyl, C(O)substituted alkyl, C(O)cycloalkyl, C(O)substituted cycloalkyl, C(O)aryl, C(O)substituted aryl, C(O)Oalkyl, C(O)Osubstituted alkyl, C(O)heterocycloalkyl, C(O)heteroaryl, aryl, substituted aryl, heterocycloalkyl, and heteroaryl or R^8 and R^9 taken together with the nitrogen atom to which they are attached complete a heterocycloalkyl or heteroaryl ring;

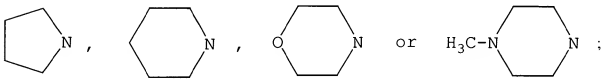
R^3 and R^1 may be taken together with the carbon atoms to which they are attached to form a monocyclic or substituted monocyclic ring system of 5 or 6 carbon atoms; and

R^4 and R^5 may be joined together by the chain

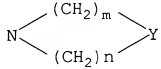
$-O-CH_2-O-$ or $-O-CH_2-CH_2-O-$;

with the following provisos:

(a) When ~~X^1 is C=O, X^2 is CR^3, X^3 is NH, X^4 is CR^4, X^5 is CR^5, X^6 is CR^6~~, R^1 is substituted or meta unsubstituted phenyl, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not PhCONH,



(b) when ~~X^1 is C=O, X^2 is CR^3, X^3 is NH, X^4 is CR^4, X^5 is CR^5, X^6 is CR^6~~, R^1 is phenyl substituted with H, F, Cl, Br, I, CH_3, CF_3, OH, OCH_3, OCF_3, OCH_2CH_3, NH_2, $NHCH_3$, $N(CH_3)_2$, O-benzyl, $-C(=O)-R_0$, or $-C(=O)-OR_0$ and R_0 is a lower alkyl group, R^3 is H, R^4 is H, R^5 is H and R^5 is H, then R^2 is not



where Y is CH_2, O or S, m and n are each greater than 1, and the sum of m and n is between 3 and 6; and

(c) when R^2 is heteroaryl, at least one of the heteroatoms must be O.